

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:	:	Case No. 08-14631 (GMB)
	:	(Jointly Administered)
Shapes/Arch Holdings L.L.C., <u>et al.</u> ,	:	
	:	Chapter 11
Debtors	:	

STIPULATION REGARDING PROOFS OF CLAIM FILED BY THE UNITED STATES ON BEHALF OF THE ENVIRONMENTAL PROTECTION AGENCY, THE DEPARTMENT OF THE INTERIOR, AND THE NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION

WHEREAS, On March 16, 2008 (the "Petition Date"), the above-captioned debtors and debtors-in-possession (the "Debtors") filed their petitions for relief under Chapter 11, Title 11, of the United States Code (the "Bankruptcy Code").

WHEREAS, on March 16, 2008, the Debtors filed a motion, pursuant to Fed. R. Bankr. P. 3003(c) (3), for an Order requiring that proofs of claim be filed by May 12, 2008, and requested that the bar date be applicable to all creditors, including governmental units, as that term is defined at Section 101(27) of the Bankruptcy Code.

WHEREAS, on March 18, 2008, the Court entered an Order (the "Bar Date Order") scheduling a bar date for creditors, including governmental units, to file proofs of claim (the "Proofs of Claim") by May 15, 2008 (the "Bar Date").

WHEREAS, the United States takes the position that Section 502(b)(9) of the Bankruptcy Code entitles governmental units to file their Proofs of Claim at any time on or before September 12, 2008, which is 180 days from the Petition Date.

WHEREAS, due to the current May 15, 2008 Bar Date for filing Proofs of Claim, the United States filed, on May 15, 2008, a Proof of Claim on behalf of the Environmental Protection Agency ("EPA"), with respect to the Swope Oil Superfund Site, as a protective measure.

WHEREAS, the United States may file additional Proofs of Claim on behalf of the EPA, the U.S. Department of the Interior ("DOI"), and/or the National Oceanic and Atmospheric Administration ("NOAA"), after May 15, 2008.

WHEREAS, the United States has informed the Debtors that the United States intends to file a motion, on or before May 15, 2008, requesting that the Court issue a ruling indicating that the May 15, 2008 Bar Date does not apply to governmental units and that governmental units have until September 12, 2008 to file their Proofs of Claims (the "Motion").

WHEREAS, the Debtors have indicated that they might oppose any such Motion.

WHEREAS, the United States and the Debtors seek to avoid the need to litigate this issue, at least at this time, and have therefore entered into this Stipulation and agree as follows:

1. The United States, on behalf of EPA, DOI, and NOAA, agrees not to file the Motion, but reserves the right to file such a Motion in the future if necessary to protect its position that governmental units may file their Proofs of Claim at any time on or before September 12, 2008. The Debtors agree that they will not oppose any such Motion on the basis that it should have been filed on or before May 15, 2008.

2. The Debtors agree that they will not object on the grounds of timeliness to any Proofs of Claim filed by the United States on behalf of EPA, DOI, or NOAA, to the extent such

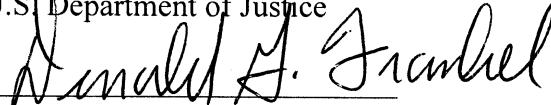
Proofs of Claim are filed on or before June 15, 2008. The Debtors reserve the right to object to any Proofs of Claim filed by the United States on behalf of EPA, DOI, or NOAA filed on or before June 15, 2008 on any basis other than timeliness and to any such claim filed after June 15, 2008 on any basis.

3. The United States, on behalf of EPA, DOI, and NOAA, reserves the right to file claims at any time on or prior to September 12, 2008, and the Debtors reserve the right to object to any such claims filed on or before June 15, 2008 on any basis other than timeliness and to any such claims filed after June 15, 2008 on any basis.

[SIGNATURES ON FOLLOWING PAGE]

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